

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

Caroline Behrend, et al.,	)	Civil Action No. 03-6604
	)	
Plaintiffs,	)	The Honorable John R. Padova
	)	
v.	)	
	)	
Comcast Corporation, et al.,	)	
	)	
Defendants.	)	
	)	

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**[PROPOSED] ORDER RE: CLASS PLAINTIFFS' MOTION  
TO MAINTAIN SETTLEMENT PAPERS UNDER  
SEAL AND FOR SHOW CAUSE ORDER**

AND NOW, this \_\_\_\_ day of \_\_\_\_\_, 2012, upon consideration of Class Plaintiffs' Motion To Maintain Motion to Maintain Settlement Papers Under Seal and For Show Cause Order, it is hereby ORDERED and DECREED that plaintiffs' motion is GRANTED, and that on or before \_\_\_\_\_, defendants shall SHOW CAUSE why the relief requested therein should not be granted. Class Plaintiffs shall file any responses to defendants' submission on or before \_\_\_\_\_.

BY THE COURT:

\_\_\_\_\_  
John R. Padova  
United States District Judge

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Caroline Behrend, et al.,	)	Civil Action No. 03-6604
	)	
Plaintiffs,	)	The Honorable John R. Padova
	)	
v.	)	
	)	
Comcast Corporation, et al.,	)	
	)	
Defendants.	)	
	)	

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**CLASS PLAINTIFFS' MOTION TO  
MAINTAIN MOTION TO ENFORCE SETTLEMENT  
PAPERS UNDER SEAL AND FOR SHOW CAUSE ORDER**

Class Plaintiffs respectfully move the Court to maintain Class Plaintiffs' Motion to Enforce Settlement Agreement, Memorandum in Support of Class Plaintiffs' Motion to Enforce Settlement Agreement, and Declaration of Barry Barnett in Support of Class Plaintiffs' Motion to Enforce Settlement Agreement under seal pending determination of Comcast's claim that the "tentative agreement to resolve the above-referenced actions" referred to in a June 13, 2012 letter to the Court (Exhibit "A" to this motion) is confidential and may not be disclosed to any "third party", a term that Comcast has asserted includes the Court.

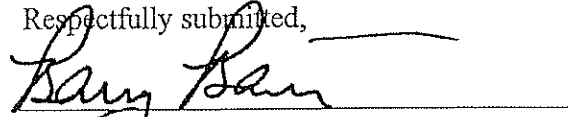
Class Plaintiffs have taken the precaution of sealing the Motion to Enforce, the Memorandum in Support, and the Barnett Declaration in an envelope that bears the title "Submission Under Seal" and a warning not to open the envelope without an express directive by the Court to do so.

Class Plaintiffs believe that Comcast's position lacks merit. We therefore also urge the Court to issue an order calling on Comcast to show cause, if it can, for preventing even the Court from viewing the publicly-announced "tentative agreement to resolve the above-referenced actions" and

Class Plaintiffs' motion papers relating to that agreement.

Class Plaintiffs respectfully request that the Court maintain the motion papers under seal pending resolution of Comcast's claim of confidentiality and/or privilege and order Comcast to show cause, if any there be, for the extraordinary degree of secrecy it wishes to attach to the "tentative agreement".

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Barry Barnett", is written over a horizontal line.

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ATTORNEYS FOR CLASS PLAINTIFFS

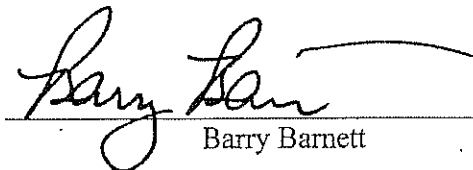
**CERTIFICATE OF SERVICE**

The undersigned attorney certifies that on this day, June 29, 2012, he caused to be served copies of foregoing document on the following counsel by the Court's ECF system.

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Barry Barnett

# EXHIBIT A

New York  
Menlo Park  
Washington DC  
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Paris  
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Beijing  
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## Davis Polk

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June 13, 2012

Re: Behrend v. Comcast Corp., Civ. No. 03-6604, Rogers v. Comcast Corp.,  
Civ. No. 07-218, Kristian v. Comcast Corp., Civ. No. 07-219

By Facsimile

The Honorable John R. Padova  
United States District Judge  
Room 17613, U.S. Courthouse  
601 Market Street  
Philadelphia, PA 19106

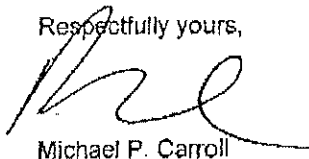
Dear Judge Padova:

The parties are pleased to inform the Court that they have reached a tentative agreement to resolve the above-referenced actions. The parties expect to have the legal documentation necessary to finalize the settlement prepared by June 30, after which the settlement will be presented to Your Honor for preliminary approval, to be followed by notice to the three classes and a settlement hearing.

In light of these circumstances, the parties jointly request that the Behrend action, currently scheduled for trial on September 5, 2012, be removed from the Court's trial calendar and that the litigation be stayed so that the parties can focus their efforts on completing the settlement process.

As noted, the parties plan to file preliminary approval papers shortly after final settlement papers are completed on June 30, at which time we would ask for a conference with the Court to present the settlement for preliminary approval. In addition, we would welcome a call with chambers to answer any questions Your Honor may have.

Respectfully yours,



Michael P. Carroll

Respectfully yours,



Barry Barnett

The Honorable John R. Padova

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June 13, 2012

cc: Joseph Goldberg, Esq.  
David Woodward, Esq.  
Anthony J. Bolognese, Esq.  
Darryl J. May, Esq.  
Sharon Korpus, Esq.